

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
W.R. GRACE & CO., *et al.*,¹) Case No. 01-01139 (JKF)
) (Jointly Administered)
)
Debtors) Objection Deadline: *January 16, 2007 at 4:00p.m.*

SUMMARY APPLICATION OF WOODCOCK WASHBURN FOR COMPENSATION FOR SERVICES AND REIMBURSEMENT OF EXPENSES AS SPECIAL LITIGATION COUNSEL AND AS ORDINARY COURSE PROFESSIONALS FOR W.R. GRACE & CO., ET AL., FOR THE MONTHLY PERIOD OF AUGUST 1, 2006, THROUGH AUGUST 31, 2006, FOR THE QUARTERLY FEE PERIOD OF JULY THROUGH SEPTEMBER 2006

Name of Applicant:

Woodcock Washburn LLP

Authorized to Provide Professional Services to:

W. R. Grace & Co., et al., Debtors

and Debtors-in-Possession

Retention Order entered January 22, 2003

Date of Retention as Ordinary Course Professional:

Order Permitting Expansion of Services entered April 15, 2005, on application made February 11, 2005.

Period for which compensation and reimbursement is sought

October 1, 2006 through October 31, 2006

Amount of Compensation sought as actual, reasonable and necessary:

\$ 6,974.00

Amount of Expense Reimbursement sought as actual, reasonable and necessary:

\$ 225.13

¹ The Debtors consist of the following 62 entities: W.R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W.R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-g II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpion Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W.R. Grace Capital Corporation, W.R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc.), Grace JVH, Inc., Asbestos Management, Inc., Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing System, Inc. (f/k/a Environmental Liability Management, Inc.), E&C Liquidating Corp., Emerson & Cuming, Inc., Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

Applicant Woodcock Washburn LLP submits this application for fees and expenses for the month of August 2006. This is the 45th application for interim compensation for services that has been filed with the Bankruptcy Court by Woodcock. The first 26 applications (covering the monthly periods January 2003 through February 2005) were limited to fees and expenses in connection with the specific matter for which Applicant had been retained as special litigation counsel: Representation of Debtor as intervening defendant in *David B. Bartholic and Intercat, Inc. v. Nol-Tec Systems, Inc. and W.R. Grace & Co.-Conn.*, civil action 03-CV-4886 (RHK/AJB), previously pending in the United States District Court for the District of Minnesota (the “Intercat suit”), now settled. On April 15, 2005, based on a motion made by Debtor on February 11, 2005, the Bankruptcy Court entered an order authorizing Woodcock to provide further services to Debtor in ordinary course in the field of intellectual property. This is the 19th monthly application that includes such ordinary course fees and expenses.

All monthly applications filed previously with the Court by Woodcock are identified in the following table:

Period Covered	Date Filed	Requested Fees	Requested Disbursements
1/1 – 1/31/03	June 9, 2003	\$11,423.35	\$184.10
2/1 – 2/28/03	June 9, 2003	29,216.00	684.22
3/1 – 3/31/03	June 9, 2003	14,351.00	647.43
4/1 – 4/30/03	June 3, 2003	14,268.50	244.41
5/1 – 5/31/03	July 11, 2003	20,293.50	703.19
6/1 – 6/30/03	August 1, 2003	24,087.00	2,822.23
7/1 – 7/31/03	September 18, 2003	14,157.50	1,834.84
8/1/ - 8/31/03	October 17, 2003	5,120.00	2,346.40
9/1 – 9/30/03	November 6, 2003	18,536.00	2,143.81
10/1 – 10/31/03	December 16, 2003	26,622.50	7,747.17
11/1 – 11/30/03	January 23, 2004	46,329.50	22.29
12/1 – 12/31/03	February 11, 2004	60,218.00	13,537.76
1/1 – 1/31/04	March 29, 2004	117,384.00	34,007.41
2/1 - 2/29/04	April 13, 2004	66,216.00	16,476.09
3/1 - 3/31/04	April 27, 2004	96,991.00	8,235.63
4/1 - 4/30/04	June 16, 2004	111,132.00	14,316.26

5/1 - 5/31/04	July 19, 2004	104,787.00	14,642.22
6/1 - 6/30/04	July 29, 2004	117,125.00	8,779.51
7/1 - 7/31/04	September 17, 2004	85,802.00	10,905.33
8/1 - 8/31/04	October 22, 2004	102,078.00	9,582.05
9/1 - 9/30/04	November 9, 2004	156,479.00	32,088.05
10/1 - 10/31/04	December 17, 2004	169,846.00	69,597.98
11/1 - 11/30/04	January 14, 2005	203,792.00	29,179.11
12/1 - 12/31/04	February 11, 2005	164,958.00	92,377.99
1/1 - 1/31/05	March 18, 2005	176,884.00	28,342.86
2/1 - 2/28/05	April 15, 2005	157,122.50	125,892.70
3/1 - 3/31/05	May 10, 2005	196,913.00	143,160.77
4/1 - 4/30/05	June 21, 2005	124,598.70	6,544.89
5/1 - 5/31/05	July 20, 2005	198,043.00	45,257.99
6/1 - 6/30/05	August 11, 2005	82,795.50	28,829.43
7/1 - 7/31/05	September 15, 2005	53,078.50	578.90
8/1 - 8/31/05	October 12, 2005	44,755.00	4,009.23
9/1 - 9/30/05	November 22, 2005	47,211.00	146.73
10/1 - 10/31/05	December 16, 2005	18,168.50	665.33
11/1 - 11/30/05	January 31, 2006	11,158.00	17.20
12/1 - 12/31/05	March 10, 2006	4,340.00	12.38
1/1 - 1/31/06	March 29, 2006	3,470.00	80.82
2/1 - 2/28/06	April 19, 2006	4,121.50	300.25
3/1 - 3/31/06	May 4, 2006	8,338.50	2,055.56
4/1 - 4/30/06	July 7, 2006	10,612.50	4,762.62
5/1 - 5/31/06	July 13, 2006	54,925.00	2,871.85
6/1 - 6/30/06	August 4, 2006	108,519.50	669.50
7/1 - 7/31/06	October 3, 2006	44,957.50	425.85
8/1 - 8/31/06	October 31, 2006	4,800.50	87.00
9/1 - 9/30/06	None Submitted	—	—
TOTAL		\$3,090,867.00	\$775,279.10

During this fee period, Woodcock provided ordinary-course, intellectual property services in connection with two matters, which are detailed in the attached fee schedule for each matter, and also generated fees of \$404.00, included in the monthly total for this petition, attributable to preparation of the petition for July 2006 (representing .8 hours by Gary Levin at \$505/hour) in the category Fee Application, Applicant. Disbursements attributable to the ordinary course matters, as shown in the attached schedules, were \$225.13. The Woodcock professionals who rendered ordinary course services during the fee period are:

Name of Professional	Position with the Applicant	Year Admitted to Bar	Department	Hourly Billing Rate	Total Billed Hours	Total Fees Generated
Gary H. Levin	Partner	1976	IP Litigation	\$505.00	1.5	\$757.50
David R. Bailey	Partner	1990	IP Litigation	\$415.00	3.0	\$1,245.00
Steve Timmins	Associate	2000	IP Counseling	\$305.00	16.3	\$4,971.50

Total Fees: \$6,974.00

Blended Rate: \$335.00

WHEREFORE, Applicant respectfully requests (a) that an allowance be made to it, as fully described above for (i) 80% of the amount of \$6,974.00 for reasonable and necessary professional services Applicant has rendered to the Debtors during the Fee Period (\$5,579.20) and (ii) 100% of the reimbursement of actual and necessary costs and expenses incurred by applicant during the Fee Period (\$225.13); and (b) that both fees and expenses are payable as administrative expenses of the Debtors' estates.

Respectfully submitted



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Dated: December 15, 2006

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
W.R. GRACE & CO., *et al.*²) Case No. 01-01139 (JKF)
) (Jointly Administered)
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Debtors) Objection Deadline: January 16, 2007 at 4:00 p.m.

**FEE DETAIL FOR WOODCOCK WASHBURN'S MONTHLY FEE APPLICATION
FOR THE PERIOD OCTOBER 1, 2006 THROUGH OCTOBER 31, 2006**

² The Debtors consist of the following 62 entities: W.R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W.R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-g II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W.R. Grace Capital Corporation, W.R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homeo International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc.), Grace JVH, Inc., Asbestos Management, Inc., Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing System, Inc. (f/k/a Environmental Liability Management, Inc.), E&C Liquidating Corp., Emerson & Cuming, Inc., Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

WRG-0080

**DUE DILIGENCE RELATED TO POTENTIAL PURCHASE
OF ASSETS RELATING TO FIREPROOFING MATERIALS**

10/16/2006	SCT	Analyzing third party patents as identified by Mr. Leon and preparation memo regarding same.	1.00
10/17/2006	SCT	Analyzing third-party patents and preparing memo regarding same;	1.00
10/18/2006	SCT	Continue analyzing teleconference with third-party counsel and preparing memo regarding patent scope;	3.80
10/19/2006	GHL	Initial review of materials received from Mr. Leon, and review and proposed revision to confidentiality agreement proposed by seller company to cover review by Grace counsel of confidential materials relating to product;	0.70
10/20/2006	SCT	Analyzing patents; communication with third-party attorney regarding draft confidentiality agreement revising same; communicating with Mr. Leon regarding the same;	5.10
10/23/2006	SCT	Further work with third-party counsel regarding agreement; analyzing information on third-party products comparison to patents;	3.00
10/25/2006	SCT	Further analysis of third party products and consideration of coverage of products by third-party's own patents; and communication with counsel regarding same.	2.40

SERVICES \$ 5,325.00

GHL	GARY H. LEVIN	0.70	hours @	\$505.00
SCT	STEPHEN C. TIMMINS	16.30	hours @	\$305.00

DISBURSEMENTS:

PATENT COPIES	\$ 203.00
POSTAGE & DELIVERY	\$ 0.63
PHOTOCOPYING	\$ 1.20

DISBURSEMENT TOTAL \$ 204.83

SERVICE TOTAL \$ 5,325.00

INVOICE TOTAL \$ 5,529.83

WRG-GEN

09/14/2006	GHL	Fee Application, Applicant – Preparation of fee petition for services for July 2006	0.80
10/12/2006	DRB	Analysis of Zapata trial materials at request of Mr. Baker for statements concerning scope of Aquanautics catalyst patents;	1.00
10/13/2006	DRB	Analysis of Grace pleadings in Zapata v. Grace action and forwarding selected pleadings to Mr. Williams and Mr. Baker; telephone conference with Mr. Williams regarding same.	2.00

SERVICES	\$ 1,649.00
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	GHL	GARY H. LEVIN	0.80	hours @	\$505.00
	DRB	DAVID R. BAILEY	3.00	hours @	\$415.00

DISBURSEMENTS:

PHOTOCOPYING	\$ 21.30
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DISBURSEMENT TOTAL	\$ 21.30
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SERVICE TOTAL	\$ 1,649.00
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INVOICE TOTAL	\$ 1,670.30
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